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CERTIFICATE OF RETIREMENT OF STOCK

Crucible Materials Corporation (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company, by unanimous consent dated as of August 16, 1990, adopted a resolution which, inter alia, authorized the repurchase of 545.1886 shares of Series "B" Preferred Stock of the Company and 489.6866 shares of Series "D" Preferred Stock of the Company pursuant to the Substituted Crucible Materials Corporation Crufund Stock Repurchase Agreement dated December 19, 1986; and

SECOND: That, on August 16, 1990, the Company did repurchase 545.1886 shares of the Company's Series "B" Preferred Stock and 489.6866 shares of the Company's Series "D" Preferred Stock pursuant to the Substituted Crucible Materials Corporation Crufund Stock Repurchase Agreement dated December 19, 1986; and

THIRD: That, as provided under the Certificate of Incorporation of the Company, the 545.1886 shares of Series "B" Preferred Stock and the 489.6866 shares of Series "D" Preferred Stock repurchased by the Company pursuant to the aforementioned resolutions shall be retired and cancelled and shall be restored to the status of authorized but unissued shares of Preferred Stock, without designation as to series, and may thereafter be issued, but may not be issued as shares of Series "B" and "D," respectively.

IN WITNESS WHEREOF, Crucible Materials Corporation has caused this Certificate to be signed, the 20 day of August, 1990, by John L. Vensel, its President, and attested by Harvey O. Simmons, III, its Secretary, and the undersigned affirms that the facts stated in the Certificate are true and correct.

CRUCIBLE MATERIALS CORPORATION

By: 

President

Attest:

By: Harvey O. Simmons

Secretary

**FILED**

9:02 AM SEP 7 1990

  
SECRETARY OF STATE